

# Exhibit “L”

1  
2 UNITED STATES BANKRUPTCY COURT  
3 SOUTHERN DISTRICT OF NEW YORK

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5 In the Matter of:

6 ALL YEAR HOLDINGS LIMITED, Lead Case No.  
7 Debtor. 21-12051-mg

8 - - - - -x

9 AYH WIND DOWN LLC,  
10 Plaintiff, Adv. Proc. No.  
11 v. 23-01180-mg

12 SILBERSTEIN,  
13 Defendant.

14 - - - - -x

15 United States Bankruptcy Court  
16 One Bowling Green  
17 New York, New York  
18 July 10, 2024  
19 10:06 AM

20  
21 B E F O R E:  
22 HON. MARTIN GLENN  
23 U.S. BANKRUPTCY JUDGE

24  
25 ECRO: KAREN

1  
2 Adversary Proceeding: 23-01180-mg AYH Wind Down LLC v.  
3 Silberstein Pre-motion Conference using Zoom for Government  
4 (Doc. #29 to 32)  
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1 P R O C E E D I N G S

2 THE CLERK: All right. I called the Silberstein  
3 matter first, Judge, and took the appearances.

4 THE COURT: Thank you very much.

5 All right. Good morning. Who wants to begin in the  
6 Silberstein matter?

7 MR. SILVESTRI: Good morning, Your Honor. Eric  
8 Silvestri on behalf of the plaintiff. If it's okay with  
9 everybody. I'll begin.

10 THE COURT: Okay.

11 MR. SILVESTRI: It's our pre-motion conference on a  
12 summary judgment motion. Judge, you may recall we were in  
13 front of you on this same request a little while ago, about a  
14 month-and-a-half ago. And at that time, we had a pending  
15 motion to file an amended complaint. And Your Honor advised  
16 that we shouldn't put the cart before the horse because it  
17 would probably mean two summary judgment motions.

18 So we essentially waited to see what would happen with  
19 that. Defendant chose not to oppose that motion. The amended  
20 complaint was filed. We then updated our initial disclosures  
21 with information relevant to the amended complaint, which added  
22 two fraudulent -- I believe it's two fraudulent transfer  
23 claims, one under bankruptcy law and another under New York  
24 State law -- related to what is essentially the only issue in  
25 this case, which is a purported release of the defendant of his

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1 obligations by Mr. Goldman.

2 So that is where we are. I'm happy to go into more  
3 detail, Your Honor, if you'd like. But our position is,  
4 essentially, we are now at the point where the amended  
5 complaint is at issue. It's been answered.

6 Nothing's changed, in terms of our view, that there  
7 are essentially no material facts in dispute, at a minimum,  
8 surrounding what I'll call the core breach of contract claim.  
9 Well, I'll probably choose a different word because there's  
10 going to be some discussion about core versus noncore, but the  
11 central breach of contract claim.

12 We can get into it, if you'd like, Your Honor, because  
13 I know there were some papers back and forth leading up to this  
14 conference, but from our point of view, suffice it to say,  
15 there are no real issues of material -- disputes of material  
16 facts surrounding the promissory note, the funds being issued,  
17 and the lack of repayment.

18 The only issue, as I alluded to earlier, and as we've  
19 already discussed, is this issue of whether this release is  
20 effective. And we don't think it is, as a matter of law. So  
21 we feel that summary judgment is appropriate, at a minimum  
22 to -- because narrowing the issues, even if not disposing of  
23 the case entirely, is always good, from our perspective -- at a  
24 minimum, about the central breach of contract claim. But also  
25 because the release, we think, is evidently, as a matter of

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1 law, a fraudulent transfer, in which the debtor received  
2 nothing, and Mr. Goldman essentially protected Mr. Silberstein,  
3 his best friend, from having to repay this note.

4 We think it's a textbook fraudulent transfer. And so  
5 for all of those reasons -- again, I'm happy to entertain any  
6 of the questions the Court may have -- we feel a summary  
7 judgment motion, at this point, is the most expeditious way to  
8 proceed.

9 THE COURT: Do you want to address the issue about  
10 arbitration?

11 MR. SILVESTRI: Sure. Sure. Happy to. There is, as  
12 there has been for quite some time, I believe since February, a  
13 pending motion to compel arbitration before Judge Rearden.  
14 Defendant did not file that in this case. They filed a  
15 combined motion to withdraw the reference and to compel  
16 arbitration before Judge Rearden.

17 Defendant did, following our previous pre-motion  
18 conference, write a letter to Judge Rearden, essentially asking  
19 her to decide the issue. But we've had no movement in that  
20 case, and it's -- well, that that action, and it's been fully  
21 briefed. That motion has been fully briefed since March,

22 We don't think that stands in the way of proceeding,  
23 certainly not with regard to a motion to withdraw the  
24 reference, but also with regard to the motion to compel  
25 arbitration because, at this point, no decision regarding

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1 arbitrability has been made.

2 And so no stay -- even if a proper request had been  
3 made -- and I do note the defendant has kind of danced around  
4 this issue of are they going to ask officially, with a motion,  
5 with argument, for a stay, or won't they? They've argued now,  
6 I think, in the letter responses back and forth surrounding  
7 this conference, that there's a somehow an automatic stay of  
8 these proceedings. But that's --

9 THE COURT: There's no automatic stay.

10 MR. SILVESTRI: Right. Right.

11 THE COURT: That's simple math.

12 MR. SILVESTRI: Right.

13 THE COURT: The Bankruptcy Rules are clear that a  
14 motion to withdraw the reference does not stay anything in the  
15 bankruptcy court. They have not made a motion before the  
16 bankruptcy court about arbitration. There's no stay motion in  
17 the district court or in the bankruptcy court. So that issue  
18 is not before me. There is no stay.

19 MR. SILVESTRI: Right. Right. And so from our  
20 perspective, the case proceeds.

21 THE COURT: Okay. All right. Let me hear from the  
22 other side.

23 MR. SAPONARA: Good morning, Your Honor. David  
24 Saponara for the defendant.

25 I'll take them up in the order that my adversary did.

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1 So as to the proposed motion for summary judgment, addressing  
2 the merits at this time, he said it; it comes down to the  
3 effectiveness of this release. The plaintiff amended their  
4 complaint to add four fraudulent transfer claims, not two,  
5 including an intentional fraudulent transfer claim. That's  
6 going to be based on what was in Mr. Goldman's mind at the time  
7 that he executed the release and settlement agreement on behalf  
8 of the debtor entity.

9 The only evidence that they have in the record, that  
10 they will present on summary judgment, is testimony from Mr.  
11 Silberstein and testimony from Mr. Goldman. And the testimony  
12 does not support what the plaintiff will try to obtain on  
13 summary judgment here.

14 As to the issue of whether there was consideration  
15 exchanged for that release, there's a 2015 agreement, which the  
16 plaintiff just ignores entirely, pretends it's not there, that  
17 specifically recites that the defendant, Mr. Silberstein, had  
18 six million dollars in claims against the debtor entity  
19 preceding the note in 2018 and the release in 2020. These are  
20 not issues that the plaintiff is going to be able to resolve on  
21 the papers on summary judgment.

22 As to the issue of whether there's an opportunity to  
23 narrow issues here, this is where we get into the issue of  
24 whether the Court can even entertain finally adjudicating this  
25 matter on summary judgment.

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1 THE COURT: Well, I absolutely --

2 MR. SAPONARA: First --

3 THE COURT: I'm sorry. In a case, O'Toole v.  
4 McTaggart, I many years ago held that the bankruptcy court can  
5 adjudicate motions for summary judgment. And if the motion is  
6 granted, you've got your avenues for relief. It doesn't  
7 dispose of all of the claims. It's not even a final order or a  
8 judgment. So that I have to reject.

9 I have, in the past, in one written opinion, and in  
10 other cases, ruled from the bench, I have the authority to rule  
11 on summary judgment motions. If I grant it, you have appellate  
12 rights that are determined in accordance with Rule 9033, and  
13 your rights are protected. But I have the authority to do  
14 that. Now tell me why I shouldn't.

15 MR. SAPONARA: Judge, I'm very familiar with the  
16 Trinsum decision and the TS Employment decision, which is more  
17 recent, from this Court in '22, discussing the Court's ability  
18 to enter summary judgment.

19 And in TS Employment, Your Honor made clear that the  
20 court cannot enter a final summary judgment. The issue was  
21 whether a partial summary judgment is a final adjudication,  
22 which it's not. But in that case, TS Employment, which is 641  
23 B.R. 753, the Court made clear where the trustee in that case  
24 was going to -- if the trustee obtained summary judgment on one  
25 of the claims, and there were other claims that sought

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1 essentially the same relief, if they won on one of those  
2 claims, they would withdraw the rest. And that was a final  
3 adjudication. And Your Honor determined that the most you  
4 could do is enter proposed findings of fact and conclusions of  
5 law. And we think that's the same situation here.

6 THE COURT: Well -- and I don't shy away from doing  
7 that. I don't avoid ruling on motions that are before me. I  
8 have the authority to do it, and I do it. If the district  
9 court withdraws the reference, so be it. But the district  
10 court has not entered a stay. It hasn't ruled on the motion to  
11 withdraw the reference.

12 The typical pattern, since 2011, has been for district  
13 courts to deny motions to withdraw the reference without  
14 prejudice. The district court will do whatever it believes  
15 that it should do. I don't control that.

16 MR. SAPONARA: So here that -- I'm very familiar with  
17 that whole body of case law. Typically, that's where the  
18 parties haven't engaged in discovery yet. Here discovery is  
19 done. At this point, it's time to adjudicate. The defense --

20 THE COURT: All the more reason for me to adjudicate  
21 whatever is before me, unless the district court rules and I no  
22 longer have the authority to do that.

23 MR. SAPONARA: Well, I don't even think the plaintiff  
24 is contending here that you have the authority to finally  
25 adjudicate this matter, because of the noncore nature, and

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1 because my client, the defendant, never filed a proof of claim.  
2 So even as to the fraudulent transfer claims, I don't think  
3 there's any dispute that the final judgment needs to be entered  
4 by the district court.

5 THE COURT: That's fine. And in TS Employment, I got  
6 affirmed by the district court. There's a long history in TS  
7 employment. So I don't affect whatever appellate rights you  
8 have when it's appropriate for me to enter proposed findings of  
9 fact and conclusions of law. If there are no disputed issues  
10 and I decide as a matter of law -- unless the district court  
11 believes somehow I blew it in determining that there are no  
12 disputed issues. I'm not saying -- I'm not ruling that -- this  
13 hearing does not determine whether there are or are not  
14 disputed issues of fact. I can't grant summary judgment if  
15 there are disputed issues of fact. But today is not the time  
16 to determine that.

17 MR. SAPONARA: So I mean, my understanding of the pre-  
18 motion conference requirement is to see whether it makes sense  
19 for the Court to entertain summary judgment because it's a  
20 heavy lift for the parties and a heavy lift for the Court. We  
21 think there are issues of fact all over this record that would  
22 make -- doing summary judgment briefing at this time would just  
23 be a fruitless exercise.

24 THE COURT: Okay. Mr. Silvestri, I am going to permit  
25 the filing of a summary judgment motion, partial or full.

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1 When will you file your papers, Mr. Silvestri?

2 MR. SILVESTRI: I was going to propose August 16th as  
3 a deadline, Judge.

4 THE COURT: How much time do you want to respond, Mr.  
5 Saponara?

6 MR. SAPONARA: Thirty days, please.

7 THE COURT: Do you have any problem with the thirty  
8 days to respond, Mr. Silvestri?

9 MR. SILVESTRI: No, not at all.

10 THE COURT: All right. What is that date? I don't  
11 have my calendar open in front of me. Is that a weekday?

12 MR. SAPONARA: September 16th would be the Monday.

13 THE COURT: Okay.

14 MR. ALOE: And David, you should check to make sure  
15 it's not one of these Jewish holidays.

16 MR. SAPONARA: I think they start in early December --  
17 early October this year.

18 THE COURT: Yeah, they're late this year.

19 MR. ALOE: Judge, I've never quite got the Jewish  
20 holidays down, but I guess I get in trouble when I don't.

21 THE COURT: Well, put it this way, I observe and I  
22 always have trouble keeping the calendar straight.

23 All right. When will you file a reply, Mr. Silvestri?

24 MR. SILVESTRI: I'm looking at my calendar.

25 THE COURT: Yeah. Let me --

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1 MR. SILVESTRI: The summary judgment -- can I have  
2 till October 7th? That's twenty-one days.

3 THE COURT: Do you have a problem with that, Mr.  
4 Saponara?

5 MR. SAPONARA: No, Your Honor.

6 THE COURT: All right. October 7th for reply.

7 All right. And typically what I do is I won't  
8 schedule argument until I have all the papers. And then we'll  
9 find a date that's convenient for both of you. I usually try  
10 and schedule an argument for a week or two. I do have a three-  
11 week trial scheduled in October. I don't have that date in  
12 front of me. That's the only thing that might slow me down in  
13 scheduling argument, but I usually try and schedule argument  
14 within two weeks -- about two weeks after the briefings closed,  
15 to give me enough time to prepare. But my courtroom deputy  
16 would contact both of you and find a date that works for me and  
17 works for both of you as well. Okay?

18 MR. SILVESTRI: That's fine, Your Honor.

19 THE COURT: Mr. Aloe, did you want to be heard?

20 MR. ALOE: No, Dave and I are -- he's my partner.  
21 We're on the same team.

22 THE COURT: All right. So motion for summary judgment  
23 filed by August 16th at 5 o'clock. Opposition by 5 o'clock on  
24 September 16th. Reply by 5 o'clock on October 7th. And then  
25 we'll be in touch about scheduling a date for argument. Okay?

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1 MR. SILVESTRI: Thank you, Your Honor.

2 MR. SAPONARA: Thank you, Your Honor.

3 THE COURT: Thanks very much.

4 (Whereupon these proceedings were concluded at 10:19 AM)

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C E R T I F I C A T I O N

I, Sharona Shapiro, certify that the foregoing transcript is a true and accurate record of the proceedings.



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Date: July 18, 2024

July 10, 2024

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